

## CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144  
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February 22, 1996

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

19942-F

Re: Burlington Northern Railroad Company  
Leveraged Lease Financing  
BNRR 1996-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNRR 1996-A), dated February 22, 1996, between First Security Bank of Utah, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and Dia Stream Ltd., as lessor (the "Lessor" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Security Trustee and Assignee:	First Security Bank of Utah, National Association, as Security Trustee 79 South Main Street Salt Lake City, Utah 84111
Lessor and Assignor:	Dia Stream Ltd. 7-2 Yaesu 2-chome Chuo-ku, Tokyo 104 Japan Attention: General Manager, Project Development Department

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The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-one dollars (\$21.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNRR 1996-A) between First Security Bank of Utah, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and Dia Stream Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, dated February 22, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated February 22, 1996, the Memorandum of Mortgage and Security Agreement, dated February 22, 1996, the Memorandum of Mortgage Supplement No. 1, dated February 22, 1996 and the Memorandum of Lease Supplement No. 1, dated February 22, 1996, which were recorded with the Surface Transportation Board on February 21, 1996 at 2:10 p.m. under recordation numbers 19942, 19942-A, 19942-C and 19942-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

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Mr. Vernon A. Williams, Secretary  
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If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/rm  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	8	BN 9717 through BN 9724, inclusive

19942-F

**MEMORANDUM OF LEASE ASSIGNMENT  
(BNRR 1996-A)**

Memorandum of Lease Assignment, made and entered into on February 22, 1996, by and between Dia Stream, Ltd., a Japanese corporation ("*Lessor*"), and First Security Bank of Utah, National Association, a national banking association, as security trustee ("*Security Trustee*").

**WITNESSETH:**

1. The Lessor and Burlington Northern Railroad Company ("*Lessee*") have entered into that certain Lease Agreement (BNRR 1996-A) (the "*Lease Agreement*"), dated February 2, 1996, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated February 22, 1996, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on February 22, 1996 at 2:10 p.m. under recordation numbers 19942 and 19942-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (BNRR 1996-A) (the "*Mortgage*"), dated February 2, 1996, and Mortgage Supplement No. 1 (the "*Mortgage Supplement*") thereto, dated February 22, 1996, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on February 22, 1996 at 2:10 p.m. under recordation numbers 19942-A and 19942-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

DIA STREAM LTD.

By T. Miwa

Name: Takahiro Miwa

Title: Attorney-in-Fact

Executed on this 14<sup>th</sup> day of February, 1996.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of February, 1996.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

DIA STREAM LTD.

By \_\_\_\_\_  
Name: Takahiro Miwa  
Title: Attorney-in-Fact

Executed on this \_\_\_\_ day of February, 1996.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

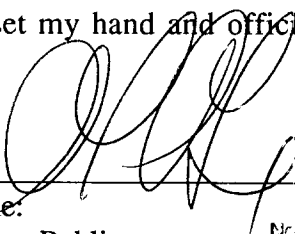
By  \_\_\_\_\_  
Name: Brett R. King  
Title: Trust Officer

Executed on this 16<sup>th</sup> day of February, 1996.

STATE OF NEW YORK     )  
COUNTY OF New York     ) SS.:

On this, the 14<sup>th</sup> day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA STREAM LTD., that said instrument was signed on February 14<sup>th</sup>, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: MARIO O. MORONE  
Notary Public     Notary Public, State of New York  
No. 24-4811569  
My Commission Expires: Qualified in Kings County  
Residing in Commission Expires October 31, 1996

STATE OF \_\_\_\_\_     )  
COUNTY OF \_\_\_\_\_     ) SS.:

On this, the \_\_\_\_ day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on February \_\_, 1996 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



STATE OF NEW YORK     )  
                                  ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA STREAM LTD., that said instrument was signed on February \_\_\_, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

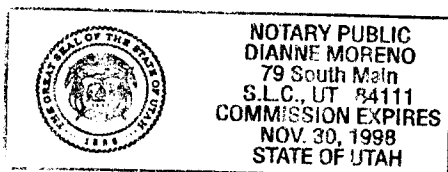
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah     )  
                                  ) SS.:  
COUNTY OF Salt Lake )

On this, the 14<sup>th</sup> day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Trust Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on February 14, 1996 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



*[Signature]*  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 70M-AC Diesel Electric Locomotives	8	BN 9717 through BN 9724, inclusive